

## **RESOLUTION 09-47**

### **RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK APPOINTING BOND AND DISCLOSURE COUNSEL FOR THE STATE SCHOOL FUND APPORTIONMENT LEASE REVENUE BOND PROGRAM**

**WHEREAS**, the California Infrastructure and Economic Development Bank (the "I-Bank") is formed within state government for the purpose of administering the provisions of the Bergeson-Peace Infrastructure and Economic Development Bank Act (the "Act"); and

**WHEREAS**, the Act authorizes the I-Bank to finance emergency apportionments upon the request of a school district pursuant to provisions of the Education Code through the issuance of lease revenue bonds and to finance certain other costs pertaining to such lease revenue bonds (the "State School Fund Apportionment Lease Revenue Bond Program"); and

**WHEREAS**, pursuant to Chapter 20, Statutes of 2009 (SB 130) the Legislature has approved an emergency apportionment for King City Joint Union High School District (the "King City District") and authorized the King City District to participate in a lease financing with the I-Bank to finance the emergency apportionment;

**WHEREAS**, I-Bank staff have been informed by the California Department of Education ("CDE") that due to the financial strain being experienced by school district throughout the State it is possible that the Legislature will approve emergency apportionments for school districts in addition to the King City District, and authorize those districts to participate in a lease financing with the I-Bank;

**WHEREAS**, in order to prepare for the possibility of the issuance of lease revenue bonds pursuant to the State School Fund Apportionment Lease Revenue Bond Program, it is necessary to appoint bond counsel to advise I-Bank staff regarding federal tax law and securities law issues and to draft bond-related documents pertaining to the proposed issuance of such lease revenue bonds and, following any approval of the issuance of such bonds by the I-Bank Board to provide other bond issuance related legal services to the I-Bank;

**WHEREAS**, the Act authorizes the I-Bank to engage the services of attorneys as may, in the I-Bank's judgment, be necessary in connection with the issuance and sale of any bonds; and

**WHEREAS**, I-Bank staff sent a Request for Qualifications ("RFQ") and, for the purpose of insuring clarity of the RFQ, an Amended and Restated Request for Qualifications ("Amended RFQ"), seeking bond and disclosure counsel services for the State School Fund Apportionment Lease Revenue Bond Program to all the bond counsel firms on the list of approved bond counsels established by the State Treasurer's Office; and

**WHEREAS**, I-Banks staff also posted the RFQ and the Amended RFQ on the I-Bank's website; and

**WHEREAS**, three responses were received, and following a review of those responses by I-Bank staff, staff of CDE and staff of the Department of Finance, the firm of Stradling Yocca

Carlson & Rauth is being recommended as bond and disclosure counsel for the State School Fund Apportionment Lease Revenue Bond Program for a period of not to exceed five years; and

**WHEREAS**, it is proposed that the Executive Director be authorized to enter into an engagement letter with Stradling Yocca Carlson & Rauth to provide bond and disclosure counsel services in connection with the issuance of lease revenue bonds under the State School Fund Apportionment Lease Revenue Bond Program; and

**WHEREAS**, it is proposed that any such engagement letter provide for compensation for such bond and disclose counsel services solely from bond proceeds upon successful issuance and sale of lease revenue bonds under the State School Fund Apportionment Lease Revenue Bond Program;

**NOW THEREFORE, BE IT RESOLVED** by the Board of Directors of the I-Bank as follows:

**Section 1.** The above findings are true and correct in all material respects.

**Section 2.** The firm of Stradling Yocca Carlson & Rauth, a professional corporation, is hereby appointed as bond and disclosure counsel to the I-Bank to provide legal services in connection with the issuance of lease revenue bonds pursuant to the State School Fund Apportionment Lease Revenue Bond Program for a period not to exceed five years from the date of adoption of this Resolution.

**Section 3.** An engagement letter may be entered into with Stradling Yocca Carlson & Rauth to provide bond and disclosure counsel services in connection with the issuance and sale of lease revenue bonds pursuant to the State School Fund Apportionment Lease Revenue Bond Program, provided that any such engagement letter provides for compensation for such services solely from bond proceeds upon successful issuance and sale of such bonds.

**Section 4.** This resolution shall become effective upon adoption.

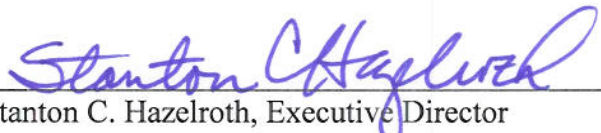
**PASSED, APPROVED AND ADOPTED** this 15th day of December 2009, by the following vote:

AYES: Sheehy, Lujano, Berte, Zuniga, Rice


NOES: NONE

ABSENT: NONE

ABSTAIN: NONE

  
Stanton C. Hazelroth, Executive Director

ATTEST:

  
Roma Cristia-Plant,  
Secretary of the Board of Directors